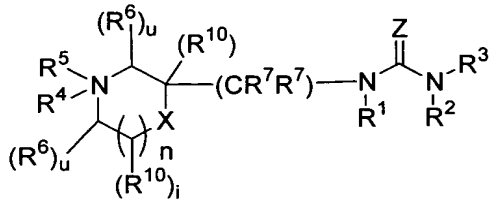
What is Claimed is:

1. A compound of formula (I):



(I)

or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

Z is selected from O, S, $N(R^d)$, $C(CN)_2$, $CH(NO_2)$, and $CH(CN)$;

X is $C(R^8)(R^9)$;

R^1 and R^2 are independently selected from H, C_{1-8} alkyl, C_{2-8} alkenyl, and C_{2-8} alkynyl;

R^d is selected from H, C_1-C_6 alkyl, C_3-C_6 cycloalkyl, $CON(R^f)R^f$, OR^e, CN, NO_2, and $(CH_2)_r$-phenyl substituted with 0-3 R^{18};

R^e, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{18};

R^f, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{3-6} cycloaklyl, and phenyl substituted with 0-3 R^{18}, or optionally, two R^f may be taken together with the nitrogen to which both are

attached to form a pyrrolidine, piperidine, piperazine or morpholine ring;

R^3 is selected from a $(CR^{3'}R^{3'})_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{15} and a $(CR^{3'}R^{3'})_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15}, with the proviso that the heterocyclic residue is not cyclopheptimidazolyl;

$R^{3'}$, at each occurrence, is independently selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^4 is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qC(O)R^{4b}$, $(CH_2)_qC(O)NR^{4a}R^{4a}$, $(CH_2)_qC(O)OR^{4b}$, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{4c};

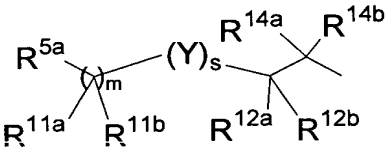
R^{4a}, at each occurrence, is independently selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and phenyl;

R^{4b}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, $(CH_2)_rC_{3-6}$ cycloalkyl, C_{2-8} alkynyl, and phenyl;

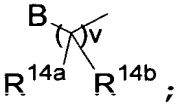
R^{4c}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$,

$(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a}$, and $(CH_2)_r$phenyl;

R^5 is selected from



and



;

Y is selected from O, $N(R^{25})$, S, S(O), and $S(O)_2$;

ring B is a 5-7 membered cycloalkyl ring optionally containing a C=O, and being substituted with 0-2 R^{11a}, wherein the cycloalkyl is fused with a benzo group substituted with 0-3 R^{16} or is fused with a 5-6 membered aromatic heterocyclic ring having 0-3 N, 0-1 O, or 0-1 S, the heterocyclic ring being substituted with 0-3 R^{16};

alternatively, ring B is a fused 5-7 membered saturated heterocyclic ring containing 0-1 O, $N(R^{16})$, S, S(O), and $S(O)_2$, substituted with 0-2 R^{11a}, the heterocyclic ring being fused with a benzo group substituted with 0-3 R^{16} or is fused with a 5-6 membered heterocyclic ring having 0-3 N, 0-1 O, or 0-1 S, the heterocyclic ring being substituted with 0-3 R^{16};

provided that if ring B is a heterocyclic ring, then the number of carbon atoms separating the heteroatom of

ring B and the nitrogen atom of structure (I) bonded to R^5 is at least 2;

R^{5a} is selected from a C_{3-10} carbocyclic residue substituted with 0-5 R^{16}, and a 5-10 membered heterocyclic residue containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16};

R^6, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rNR^{6a}R^{6a}$, $(CH_2)_qOH$, $(CH_2)_qOR^{6b}$, $(CH_2)_qSH$, $(CH_2)_qSR^{6b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a}$, $(CH_2)_qNR^{6d}C(O)R^{6a}$, $(CH_2)_rC(O)OR^{6b}$, $(CH_2)_qOC(O)R^{6b}$, $(CH_2)_rS(O)_pR^{6b}$, $(CH_2)_rS(O)_2NR^{6a}R^{6a}$, $(CH_2)_rNR^{6d}S(O)_2R^{6b}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{6c};

R^{6a}, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6b}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{6c};

R^{6c}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^7, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qSH$, $(CH_2)_qOR^{7d}$, $(CH_2)_qSR^{7d}$, $(CH_2)_qNR^{7a}R^{7a}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7a}R^{7a}$, $(CH_2)_qNR^{7a}C(O)R^{7a}$, $(CH_2)_qNR^{7a}C(O)H$, $(CH_2)_rC(O)OR^{7b}$, $(CH_2)_qOC(O)R^{7b}$, $(CH_2)_qS(O)_pR^{7b}$, $(CH_2)_qS(O)_2NR^{7a}R^{7a}$, $(CH_2)_qNR^{7a}S(O)_2R^{7b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{7c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c};

R^{7a}, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{7e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7c}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{7f}R^{7f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}C(O)R^{7a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{7b}$, $(CH_2)_rC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_pR^{7b}$, $(CH_2)_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_2NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}S(O)_2R^{7b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e}, alkenyl, alkynyl, and a C_{3-6} carbocyclic residue substituted with 0-3 R^{7c};

R^{7e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^8 is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_rN(R^{18a})R^{18b})$, $(CH_2)_rOH$, $(CH_2)_rOR^{19}$, $(CH_2)_rSH$,

$(CH_2)_rSR^{19}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)R^{19}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rOC(O)R^{19}$, $(CH_2)_rS(O)R^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})S(O)_2R^{19}$, a $(C(R^{8a})(R^{8b}))_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{17}, and a $(C(R^{8a})(R^{8b}))_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17};

R^{8a} and R^{8b}, at each occurrence, are independently selected from H, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$ phenyl substituted with 0-3 R^{18};

R^9 is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_qN(R^{18a})R^{18b})$, $(CH_2)_qOH$, $(CH_2)_qOR^{19}$, $(CH_2)_qSH$, $(CH_2)_qSR^{19}$, $(CH_2)_qC(O)OH$, $(CH_2)_qC(O)R^{19}$, $(CH_2)_qC(O)N(R^{18a})R^{18b}$, $(CH_2)_qN(R^{18c})C(O)R^{19}$, $(CH_2)_qC(O)OR^{19}$, $(CH_2)_qOC(O)R^{19}$, $(CH_2)_qS(O)R^{19}$, $(CH_2)_qS(O)_2R^{19}$, $(CH_2)_qS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_qN(R^{18c})S(O)_2R^{19}$, a $(C(R^{8a})(R^{8b}))_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{17}, and a $(C(R^{8a})(R^{8b}))_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17};

alternatively, R^8 and R^9 taken together are selected from =O, =S, $=NR^{9a}$;

R^{9a} is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_rOH$, $(CH_2)_rOC_{1-6}$ alkyl, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{17};

R^{9b}, at each occurrence are independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_rN(R^{18a})R^{18b}$, $(CH_2)_rOH$, $(CH_2)_rOR^{19}$, $(CH_2)_rSH$, $(CH_2)_rSR^{19}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)R^{19}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rOC(O)R^{19}$, $(CH_2)_rS(O)R^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})S(O)_2R^{19}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{17};

R^{10}, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, CN, $(CH_2)_rNR^{10a}R^{10a}$, $(CH_2)_rOH$, $(CH_2)_rOR^{10b}$, $(CH_2)_rSH$, $(CH_2)_rSR^{10b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10a}R^{10a}$, $(CH_2)_rNR^{10d}C(O)R^{10a}$, $(CH_2)_rC(O)OR^{10b}$, $(CH_2)_rOC(O)R^{10b}$, $(CH_2)_rS(O)_pR^{10b}$, $(CH_2)_rS(O)_2NR^{10a}R^{10a}$, $(CH_2)_rNR^{10d}S(O)_2R^{10b}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{10c};

R^{10a}, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{10c};

R^{10b}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{10c};

R^{10c}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{10d}R^{10d}$;

R^{10d}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-10} cycloalkyl;

R^{11a} and R^{12a}, at each occurrence are independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_rN(R^{18a})R^{18b}$, $(CH_2)_rOH$, $(CH_2)_rOR^{19}$, $(CH_2)_rSH$, $(CH_2)_rSR^{19}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)R^{19}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rOC(O)R^{19}$, $(CH_2)_rS(O)R^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})S(O)_2R^{19}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{18};

R^{11b}, R^{12b}, R^{14a} and R^{14b} at each occurrence are independently selected from H, C_{1-6} alkyl, C_{2-8}

alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_qN(R^{18a})R^{18b}$, $(CH_2)_qOH$, $(CH_2)_qOR^{19}$, $(CH_2)_qSH$, $(CH_2)_qSR^{19}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_qN(R^{18c})C(O)R^{19}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_qOC(O)R^{19}$, $(CH_2)_qS(O)R^{19}$, $(CH_2)_qS(O)_2R^{19}$, $(CH_2)_qS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_qN(R^{18c})S(O)_2R^{19}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{18};

alternatively, R^{11a} and R^{11b} taken together are seleted form =O, or =NOH, or alternatively, R^{12a} and R^{12b} taken together are seleted form =O, or =NOH;

R^{15}, at each occurrence, is independently selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{15a}R^{15a}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{15d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{15d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{15b}$, $(CHR')_rC(O)NR^{15a}R^{15a}$, $(CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}$, $(CHR')_rNR^{15f}C(O)NR^{15f}R^{15f}$, $(CHR')_rC(O)O(CHR')_rR^{15d}$, $(CHR')_rOC(O)(CHR')_rR^{15b}$, $(CHR')_rC(=NR^{15f})NR^{15a}R^{15a}$, $(CHR')_rNHC(=NR^{15f})NR^{15f}R^{15f}$, $(CHR')_rS(O)_p(CHR')_rR^{15b}$, $(CHR')_rS(O)_2NR^{15a}R^{15a}$, $(CHR')_rNR^{15f}S(O)_2(CHR')_rR^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(CHR')_r$phenyl substituted with 0-3 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R', at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with R^{15e};

R^{15a}, at each occurrence, are selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{15e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is independently selected from C_{2-8} alkenyl, C_{2-8} alkynyl, C_{1-6} alkyl substituted with 0-3 R^{15e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{15e}, and a $(CH_2)_r$5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$,

$(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{15f}R^{15f}$, and $(CH_2)_r$phenyl;

R^{15f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl;

R^{16}, at each occurrence, is independently selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2, CN, $(CHR')_rNR^{16a}R^{16a}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rSH$, $(CHR')_rC(O)H$, $(CHR')_rS(CHR')_rR^{16d}$, $(CHR')_rC(O)OH$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)O(CHR')_rR^{16d}$, $(CHR')_rOC(O)(CHR')_rR^{16b}$, $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a}$, $(CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R′, C_{2-8} alkynyl substituted with 0-3 R′, and $(CHR')_r$phenyl substituted with 0-3 R^{16e};

R^{16a}, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{16e}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is independently selected from C_{2-8} alkenyl, C_{2-8} alkynyl, C_{1-6} alkyl substituted with 0-3 R^{16e}, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{16e}, and a $(CH_2)_r$-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{16f}R^{16f}$, and $(CH_2)_r$phenyl;

R^{16f}, at each occurrence, is independently selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

R^{17} at each occurrence is independently selected from =O, C_{1-6} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CH_2)_rOR^{19}$, $(CH_2)_rOH$, $(CH_2)_rSR^{19}$, $(CH_2)_rS(O)R^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)R^{19}$ $(CH_2)_rN(R^{18c})S(O)_2R^{19}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$,

$(CH_2)_rN(R^{18c})C(O)N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)OR^{19}$, $(CH_2)_rOC(O)N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18a})R^{18b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R^{17a}, C_{2-8} alkynyl substituted with 0-3 R^{17a}, $(CH(R^{17a}))_r$phenyl substituted with 1-3 R^{18}, and $(CH(R^{17a}))_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{18};

R^{17a} at each occurrence is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{18};

R^{18} at each occurrence is independently selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rS(O)C_{1-5}$ alkyl, $(CH_2)_rS(O)_2C_{1-5}$ alkyl, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)C_{1-5}$ alkyl $(CH_2)_rN(R^{18c})S(O)_2C_{1-5}$ alkyl, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rC(O)OC_{1-5}$ alkyl, $(CH_2)_rC(O)C_{1-5}$ alkyl, and $(CH_2)_rN(R^{18a})R^{18b}$;

R^{18a}, R^{18b}, and R^{18c} at each occurrence are independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{19} at each occurrence is independently selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, and phenyl substituted with 0-3 R^{18};

alternatively, R^{18a} and R^{18b} along with the nitrogen to which both are attached form a pyrrolidine, piperidine, piperazine or morpholine ring;

R^{25} at each occurrence is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{17};

i is selected from 0, 1, and 2;

m is selected from 0, 1, and 2;

s is selected from 0 and 1;

with the proviso: m + s is selected from 0, 1, and 2;

n is selected from 1 and 2;

v is selected from 0, 1, 2, and 3;

with the proviso: that the total number of atoms between the nitrogen of which R' is attached and the fused ring B is less than or equal to 4;

r is selected from 0, 1, 2, 3, 4, and 5;

t is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5;

p is selected from 1, 2, and 3;

u is selected from 0, 1 and, 2.

2. The compound of claim 1, wherein

R^{11a} and R^{12a}, at each occurrence are independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_rN(R^{18a})R^{18b}$, $(CH_2)_rOH$, $(CH_2)_rOR^{19}$, $(CH_2)_rSH$, $(CH_2)_rSR^{19}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)R^{19}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rOC(O)R^{19}$, $(CH_2)_rS(O)R^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})S(O)_2R^{19}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{18}; and

R^{11b}, R^{12b}, R^{14a} and R^{14b} at each occurrence are independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_qN(R^{18a})R^{18b}$, $(CH_2)_qOH$, $(CH_2)_qOR^{19}$, $(CH_2)_qSH$, $(CH_2)_qSR^{19}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_qN(R^{18c})C(O)R^{19}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_qOC(O)R^{19}$, $(CH_2)_qS(O)R^{19}$, $(CH_2)_qS(O)_2R^{19}$, $(CH_2)_qS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_qN(R^{18c})S(O)_2R^{19}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{18}.

3. The compound of claim 2, wherein

R^1 and R^2 are independently selected from H, and C_{1-8} alkyl;

R^4 is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{4c}; and

R^{4c}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4a}R^{4a}$, and $(CH_2)_r$phenyl.

4. The compound of claim 3, wherein

Z is selected from O and S;

R^6, at each occurrence, is independently selected from C_{1-4} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_qNR^{6a}R^{6a}$, $(CH_2)_qOH$, $(CH_2)_qOR^{6b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{6b}$, $(CH_2)_rC(O)NR^{6a}R^{6a}$, $(CH_2)_qNR^{6d}C(O)R^{6a}$, $(CH_2)_rS(O)_2NR^{6a}R^{6a}$, $(CH_2)_rNR^{6d}S(O)_2R^{6b}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{6c};

R^{6a} and R^{6a}, at each occurrence, are selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and phenyl;

R^{6b}, at each occurrence, is independently selected from methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and phenyl;

R^{6c}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{6d}R^{6d}$;

R^{6d}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, and cyclohexyl;

R^7, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_qOH$, $(CH_2)_qOR^{7d}$, $(CH_2)_qNR^{7a}R^{7a}$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7a}R^{7a}$, $(CH_2)_qNR^{7a}C(O)R^{7a}$, $(CH_2)_qNR^{7a}C(O)H$, $(CH_2)_rC(O)OR^{7b}$, $(CH_2)_qOC(O)R^{7b}$, C_{1-6} haloalkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-3 R^{7c}, and a $(CH_2)_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, indazolyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl,

thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{7a}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-5 R^{7e};

R^{7b}, at each occurrence, is independently selected from C_{1-6} alkyl, a $(CH_2)_r$-C_{3-6} carbocyclic residue substituted with 0-2 R^{7e};

R^{7c}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, $(CF_2)_rCF_3$, NO_2, CN, $(CH_2)_rNR^{7f}R^{7f}$, $(CH_2)_rOH$, $(CH_2)_rOC_{1-4}$ alkyl, $(CH_2)_rSC_{1-4}$ alkyl, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{7b}$, $(CH_2)_rC(O)NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}C(O)R^{7a}$, $(CH_2)_rC(O)OC_{1-4}$ alkyl, $(CH_2)_rOC(O)R^{7b}$, $(CH_2)_rC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_pR^{7b}$, $(CH_2)_rNHC(=NR^{7f})NR^{7f}R^{7f}$, $(CH_2)_rS(O)_2NR^{7f}R^{7f}$, $(CH_2)_rNR^{7f}S(O)_2R^{7b}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e}, and a C_{3-6} carbocyclic residue substituted with 0-3 R^{7c};

R^{7e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$,

$(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_r$phenyl;

R^{7f}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl and cyclohexyl;

R^{10}, at each occurrence, is independently selected from H, C_{1-4} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_rNR^{10a}R^{10a}$, $(CH_2)_rOH$, $(CH_2)_rOR^{10b}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{10b}$, $(CH_2)_rC(O)NR^{10a}R^{10a}$, $(CH_2)_rNR^{10d}C(O)R^{10a}$, $(CH_2)_rS(O)_2NR^{10a}R^{10a}$, $(CH_2)_rNR^{10d}S(O)_2R^{10b}$, and $(CH_2)_t$phenyl substituted with 0-3 R^{10c};

R^{10a} and R^{10a}, at each occurrence, are selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and phenyl;

R^{10b}, at each occurrence, is independently selected from methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and phenyl;

R^{10c}, at each occurrence, is independently selected from C_{1-10} alkyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, $(CH_2)_rOH$, $(CH_2)_rSC_{1-5}$ alkyl, and $(CH_2)_rNR^{10d}R^{10d}$; and

R^{10d}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, and cyclohexyl.

5. The compound of claim 4, wherein

R^3 is selected from a $(CR^{3'}H)_r$-C_{3-8} carbocyclic residue substituted with 0-5 R^{15}, wherein the carbocyclic residue is selected from phenyl, naphthyl, and adamantyl; and a $(CR^{3'}H)_r$-heterocyclic system substituted with 0-3 R^{15}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, indazolyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

R^{5a} is selected from phenyl substituted with 0-5 R^{16}; and a heterocyclic residue substituted with 0-3 R^{16}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^8 is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$,

$(CH_2)_rN(R^{18a})R^{18b}$, $(CH_2)_rOH$, $(CH_2)_rOR^{19}$, $(CH_2)_rSH$, $(CH_2)_rSR^{19}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)R^{19}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rOC(O)R^{19}$, $(CH_2)_rS(O)R^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})S(O)_2R^{19}$, a $(C(R^{8a})(R^{8b}))_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{17}, and a $(C(R^{8a})(R^{8b}))_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R^{8a} and R^{8b}, at each occurrence, are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and $(CH_2)_r$ phenyl substituted with 0-3 R^{18};

R^9 is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_qN(R^{18a})R^{18b}$, $(CH_2)_qOH$, $(CH_2)_qOR^{19}$, $(CH_2)_qSH$, $(CH_2)_qSR^{19}$, $(CH_2)_qC(O)OH$, $(CH_2)_qC(O)R^{19}$, $(CH_2)_qC(O)N(R^{18a})R^{18b}$, $(CH_2)_qN(R^{18c})C(O)R^{19}$,

$(CH_2)_qC(O)OR^{19}$, $(CH_2)_qOC(O)R^{19}$, $(CH_2)_qS(O)R^{19}$, $(CH_2)_qS(O)_2R^{19}$, $(CH_2)_qS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_qN(R^{18c})S(O)_2R^{19}$, a $(C(R^{8a})(R^{8b}))_r$-C_{3-10} carbocyclic residue substituted with 0-5 R^{17}, and a $(C(R^{8a})(R^{8b}))_r$-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

alternatively, R^8 and R^9 taken together are selected from =O, =S, $=NR^{9a}$;

R^{9a} is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CH_2)_rOH$, $(CH_2)_rOC_{1-6}$ alkyl, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rC(O)OR^{19}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{17}; and

R^{9b}, at each occurrence are independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CF_2)_rCF_3$, $(CH_2)_rN(R^{18a})R^{18b}$, $(CH_2)_rOH$, $(CH_2)_rOR^{19}$, $(CH_2)_rSH$, $(CH_2)_rSR^{19}$, $(CH_2)_rC(O)OH$,

$(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})C(O)R^{19}$, $(CH_2)_rC(O)OR^{19}$, $(CH_2)_rOC(O)R^{19}$, $(CH_2)_rS(O)R^{19}$, $(CH_2)_rS(O)_2R^{19}$, $(CH_2)_rS(O)_2N(R^{18a})R^{18b}$, $(CH_2)_rN(R^{18c})S(O)_2R^{19}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{17}.

6. The compound of claim 5, wherein

R^1 and R^2 are H;

R^{5a} is phenyl substituted with 1-3 R^{16};

R^{16}, at each occurrence, is independently selected from C_{1-8} alkyl, $(CH_2)_rC_{3-6}$ cycloalkyl, CF_3, Cl, Br, I, F, $NR^{16a}R^{16a}$, NO_2, CN, OH, OR^{16d}, $C(O)R^{16b}$, $C(O)NR^{16a}R^{16a}$, and $NR^{16f}C(O)R^{16b}$;

R^{16a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

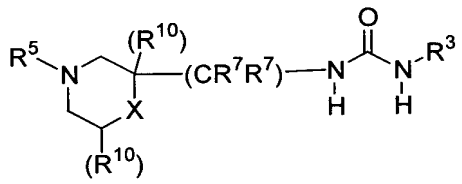
R^{16b}, at each occurrence, is independently selected from methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, and $(CH_2)_r$phenyl substituted with 0-3 R^{16e};

R^{16d}, at each occurrence, is independently selected from methyl, ethyl, propyl, i-propyl, butyl, and phenyl;

R^{16e}, at each occurrence, is independently selected from methyl, ethyl, propyl, i-propyl, butyl, Cl, F, Br, I, CN, NO_2, $(CF_2)_rCF_3$, OH, and $(CH_2)_rOC_{1-5}$ alkyl; and

R^{16f}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, and butyl.

7. The compound of claim 6, wherein the compound is of formula (I-i)



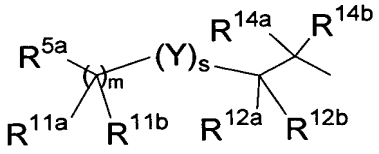
(I-i);

R^{10} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, OH, and OR^{10b}; and

R^{10b} is selected from methyl, ethyl, propyl, i-propyl, and butyl.

8. The compound of claim 7, wherein

R^5 is



;

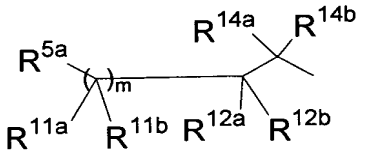
R^{11a} and R^{12a}, at each occurrence are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, pentyl, hexyl, cyclopropyl, cyclopentyl, cylohexyl, CF_3, $(CH_2)_rN(R^{18a})R^{18b}$, $(CH_2)_rOH$;

R^{11b}, R^{12b}, R^{14a} and R^{14b} at each occurrence are independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, pentyl, hexyl, cyclopropyl, cyclopentyl, cylohexyl, CF_3, $(CH_2)_{rq}N(R^{18a})R^{18b}$, $(CH_2)_{rq}OH$;

R^{25} at each occurrence is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, cyclopropyl, cyclopentyl, cyclohexyl, $(CH_2)_rC(O)R^{19}$, $(CH_2)_rC(O)N(R^{18a})R^{18b}$, $(CH_2)_rC(O)OR^{19}$, and $(CH_2)_r$phenyl substituted with 0-3 R^{17}.

9. The compound of claim 8, wherein

R^5 is



;

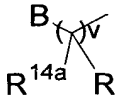
R^7, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, $(CH_2)_qOH$;

R^{11a} and R^{12a}, at each occurrence, are independently selected from H, methyl, and ethyl;

R^{11b}, R^{12b}, R^{14a}, and R^{14b}, at each occurrence, are independently selected from H, methyl, ethyl and OH; and

R16, at each occurrence, is independently selected from methyl, Cl, F, CF_3, and CN.

10. The compound of claim 7, wherein

R^5 is  .

11. The compound of claim 9, wherein R^8 and R^9 do not both equal H.

12. The compound of claim 1, wherein the compound is selected from the compounds of Table 1 or

1-{1-[3-(4-fluorophenyl)-2,2-dimethylpropyl]-piperidin-3-ylmethyl}-3-[3-(1-methyl-1H-tetrazol-5-yl)-phenyl]-urea;

1-{1-[3-(4-fluorophenyl)-propyl]-piperidin-3-ylmethyl}-3-[3-(1-methyl-1H-tetrazol-5-yl)-phenyl]-urea;

1-[3-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-trifluoromethylphenyl)-ethyl]-piperidin-3-ylmethyl}-urea;

1-(5-acetyl-4-methylthiazol-2-yl)-3-{1-[2-(4-fluorophenyl)ethyl]-piperidin-3-ylmethyl}urea;

1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)phenyl]-3-{trans-1-[2-(4-fluorophenyl)-ethyl]-4-methylpiperidin-3-ylmethyl}-urea;

1-[3-(1-methyl-1H-tetrazol-5-yl)phenyl]-3-{cis-1-[2-(4-fluorophenyl)-ethyl]-4-methylpiperidin-3-ylmethyl}-urea;

trans-1-{4-(benzyl-methylamino)-1-[2-(4-fluorophenyl)-ethyl]-piperidin-3-ylmethyl}-3-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-urea;

trans-1-{4-methylamino-1-[2-(4-fluorophenyl)-ethyl]-piperidin-3-ylmethyl}-3-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-urea;

trans-N-{3-{3-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-ureidomethyl}-1-[3-(4-fluoro-phenyl)-propyl]-piperidin-4-yl}-N-methyl-acetamide;

trans-N-{3-{3-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-ureidomethyl}-1-[3-(4-fluoro-phenyl)-propyl]-piperidin-4-yl}-N-methyl-methanesulfonamide;

(S)-1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-fluorophenyl)-2-oxo-ethyl]-piperidin-3-ylmethyl}-urea;

(S)-1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-fluorophenyl)-2-hydroxyimino-ethyl]-piperidin-3-ylmethyl}-urea;

1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-fluorophenyl)-2-(RS)-hydroxyethyl]- (S)-piperidin-3-ylmethyl}-urea;

(S)-1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)-phenyl]-3-{1-[2-(4-fluorophenyl)-ethyl]-piperidin-3-ylmethyl}-urea;

1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)phenyl]-3-{1-[2-(4-fluorophenyl)-ethyl]-4-ethylpiperidin-3-ylmethyl}-urea; and

1-[3-ethyl-5-(1-methyl-1H-tetrazol-5-yl)phenyl]-3-{1-[2-(4-fluorophenyl)-ethyl]-4,4-dimethylpiperidin-3-ylmethyl}-urea.

13. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1.

14. A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

15. A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

16. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

17. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically

effective amount of a compound according to Claim 16, or a pharmaceutically acceptable salt thereof.

18. The method of claim 17 wherein modulation of chemokine receptor activity comprises contacting a CCR3 receptor with an effective inhibitory amount of the compound.

19. A method for treating inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

20. A method according to Claim 19, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, helminthic parasitic infections, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, eosinophilic gastroenteritis, drug induced eosinophilia, HIV infection, cystic fibrosis, Churg-Strauss syndrome, lymphoma, Hodgkin's disease, and colonic carcinoma.

21. The method according to Claim 20, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, and inflammatory bowel diseases.

22. The method according to Claim 21, wherein the disorder is asthma.